

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
TPC GROUP INC., et al.,) Case No. 22-10493 (CTG)
)
) (Jointly Administered)
Debtors ¹ .)
) Re: D.I. 346

**DECLARATION OF DISINTERESTEDNESS OF MARK O'REAR
IN SUPPORT OF BDO USA, LLP AS A ORDINARY COURSE PROFESSIONAL**

I, Mark O'Rear, hereby declare under penalty of perjury as follows:

1. I am a Managing Director of BDO USA, LLP, a Delaware limited liability partnership with offices located at 2929 Allen Parkway, 20th Floor, Houston, TX 77019-7100 (the “Firm”).
2. This declaration (this “Declaration”) is submitted in accordance with that certain Order Authorizing the Debtors to Employ and Compensate Professionals Used in the Ordinary Course of Business, [D.I. 346] (the “OCP Order”). All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the OCP Order.
3. The debtors and debtors in possession in the above-captioned chapter 11 cases (together, the “Debtors”) have requested that the Firm provide services to the Debtors, and the Firm has consented to provide such services (the “Services”).
4. The Services include, without limitation, the following: assist with the quantification and preparation of the Debtors’ insurance claims related to the fire at their Port

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: TPC Group Inc. (3618); TPC Holdings, Inc. (7380); TPC Group LLC (8313); Texas Butylene Chemical Corporation (7440); Texas Olefins Domestic International Sales Corporation (4241); TPC Phoenix Fuels LLC (9133); Port Neches Fuels, LLC (1641); and TP Capital Corp. (6248). Each Debtor's corporate headquarters and mailing address is 500 Dallas St., Suite 2000, Houston, Texas 77002.

Neches, TX facility on November 27, 2019, and the allision to their “A” Dock located at the Houston, TX facility that occurred on June 13, 2018. The Firm has consented to provide such services to the Debtors.

5. The Firm may in the past have performed, may currently perform, and may in the future perform services in matters unrelated to the Debtors’ chapter 11 cases for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practices, the Firm is employed in cases, proceedings, and transactions involving many different parties, some of whom may represent or be parties in interest in these chapter 11 cases. The Firm does not perform services for any such party in interest in connection with the chapter 11 cases. In addition, the Firm does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters on which the Firm is to be employed.

6. Neither I, nor any principal of, nor any professional employed by the Firm has agreed to share, or will share, any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

7. As of the commencement of these chapter 11 cases on June 1, 2022 (the “Petition Date”), the Debtors owed the Firm \$0 in respect of services provided to the Debtors, the allowance and payment of which is subject to the provisions of the Bankruptcy Code and applicable orders of the Court. However, BDO USA, LLP expressly waives all prepetition claims including any amounts due prior to the filing of the bankruptcy petitions in these cases.

8. As of the Petition Date, the Firm did not hold a retainer from the Debtors.

9. The Firm has reviewed the OCP Order and understands the limitations on compensation and reimbursement of expenses thereunder. Specifically, the Firm understands that in the event that it exceeds the applicable Cap Amount, the Firm will be required to file with the 3

10. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors and if, upon the conclusion of such inquiry, or at any time during the period of its retention, the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

11. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: September 21, 2022
Houston, TX


Mark O'Rear